

Electronically Recorded

Official Public Records

Tarrant County Texas

9/24/2010 11:48 AM

D210235109



Suzanne Henderson

PGS 4 \$28.00

Submitter: SIMPLIFILE

AMENDMENT TO OIL AND GAS LEASE

**State: TEXAS
County: TARRANT**

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Electronically Recorded
Chesapeake Operating, Inc.

Lessor: 1250 WDT, Ltd., 4311 West Lovers Lane, Dallas, TX, 75209

Lessee: CHESAPEAKE EXPLORATION, L.L.C., P.O. Box 18496, Oklahoma City, Oklahoma 73154; and

TOTAL E&P USA, INC., a Delaware corporation, 1201 Louisiana, Suite 1800, Houston, Texas 77002

Effective Date: April 30th, 2008

WHEREAS, 1250 WDT, Ltd., whose address is 4311 West Lovers Lane, Suite 200, Dallas, Texas, 75209 ("Lessor") executed that certain Oil and Gas Lease dated April 30th, 2008, which is recorded in Instrument No. D208221707 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, Lessor and Lessee now desire to amend the Lease by amending the pooling provision in the lease to now allow for 640 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed for an oil well or gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

This agreement may be executed in any number of multiple counterparts, and the execution hereof by a party hereto shall be binding upon such executing party regardless of whether this agreement is executed by all signatory parties listed below.

[SIGNATURE PAGES FOLLOW]

Lessor: 1250 WDT, Ltd.

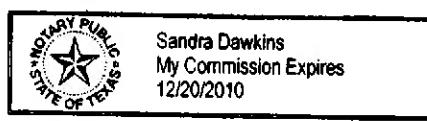
By: SLJ Company, LLC., its General Partner

By: Louis H. Lebowitz, President

STATE OF TEXAS §
COUNTY OF DALLAS §

Acknowledgment

This instrument was acknowledged before me on this 5TH day of August, 2010, by Louis H. Lebowitz, as President of SLJ Company, L.L.C., a Texas Limited Liability Company, on behalf of said company, as General Partner of WPR, LTD., a Texas Limited Partnership, on behalf of said partnership.



Andrea Dawkins
NOTARY PUBLIC in and for the
County of Dallas State of Texas

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

Henry J. Hood, Senior Vice President -
Land and Legal and General Counsel

*AMERICAN
EX-10*

ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) §

This instrument was acknowledged before me on this 17th day of August,
2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of
Chesapeake Exploration, L.L.C. on behalf of said limited liability company.



Amber E. Kelley
Notary Public in and for the State of Oklahoma

Lessee: TOTAL E&P USA, INC.

By:



Eric Bonnin

Vice President, Business Development & Strategy

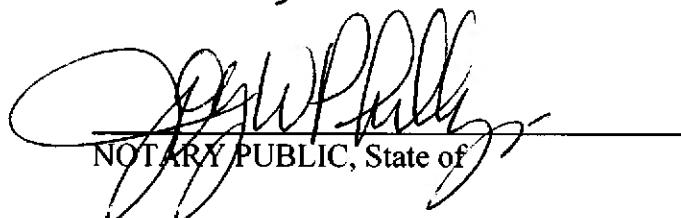
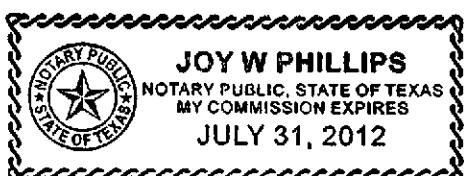
[Print/Type Name, Title]

Acknowledgment.

STATE OF TEXAS

COUNTY OF *Harris*

This instrument was acknowledged before me on this 22nd day of September, 2010,
by Eric Bonnin, Vice President of TOTAL E&P USA, INC. on behalf of said
company. *Business Development & Strategy*



JOY W PHILLIPS
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
JULY 31, 2012

NOTARY PUBLIC, State of

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154